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FLORIDA PROFIT CORPORATION OR P.A.

MOLLY HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03-1
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

December 22, 2003

AKERMAN SENTERFITT

SUBJECT: G AND W HOLDINGS, INC.
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**ARTICLES OF INCORPORATION
OF
MOLLY HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Molly Holdings, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is Molly Holdings, Inc., 3701 Flagler Drive, Suite B-301, West Palm Beach, Florida 33405.

**ARTICLE III
CAPITAL STOCK**

The number of shares that the Corporation is authorized to issue is one hundred (100) shares of common stock having a par value of \$.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 3701 S. Flagler Drive, Suite B-301, West Palm Beach, Florida 33405. The name of the Corporation's registered agent at that office is George Kasprzyk.

**ARTICLE V
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising any duties of an officer or director, and shall advance expenses on behalf of any such officer, director or other person, in each case, to the fullest extent now or hereafter permitted by law.

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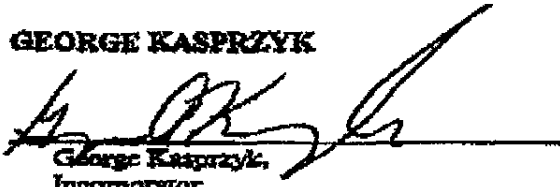
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**ARTICLE VI
AFFILIATED TRANSACTIONS
AND CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Sections 607.0901 and 607.0902 of the Florida Business Corporations Act, relating to affiliated transactions and control share acquisitions, respectively.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December __, 2003.

GEORGE KASPRZYK


George Kasprzyk,
Incorporator

Address: Mr. George Kasprzyk
3701 S. Flagler Drive, Suite B-301
West Palm Beach, Florida 33405

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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **MOLLY HOLDINGS, INC.**, a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this ____ day of December, 2003.


George Kasprzyk

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